

**EBAY INC**  
Reported by  
**CUTLER SCOTT**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 04/03/18 for the Period Ending 04/01/18

Address	2025 HAMILTON AVENUE SAN JOSE, CA, 95125
Telephone	408-376-7400
CIK	0001065088
Symbol	EBAY
SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Cutler Scott</b>  (Last) (First) (Middle)  <b>C/O EBAY INC., 2025 HAMILTON AVE.</b>  (Street)  <b>SAN JOSE, CA 95125</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>EBAY INC [ EBAY ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>SVP, NA</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/1/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								42909		D

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units -7	(1)	4/1/2018		A		36966		(2)	(3)	Common Stock	36966	\$0.0	36966	D	
Non-Qualified Stock Option (right to buy)	\$24.37							(4)	6/15/2022	Common Stock	60111		60111	D	
Restricted Stock Units -1	(1)							(5)	(3)	Common Stock	40074		40074	D	
Restricted Stock Units -2	(1)							(5)	(3)	Common Stock	80147		80147	D	
Restricted Stock Units -3	(1)							(6)	(3)	Common Stock	52101		52101	D	
Restricted Stock Units -4	(1)							(7)	(3)	Common Stock	22526		22526	D	
Restricted Stock Units -5	(1)							(7)	(3)	Common Stock	45052		45052	D	
Restricted Stock Units -6	(1)							(8)	(3)	Common Stock	37436		37436	D	

**Explanation of Responses:**

- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The reporting person received restricted stock units, 1/16th of which vests on 6/15/18, and an additional 1/16th of which vests each quarter thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- (3) Not Applicable.
- (4) The option grant is subject to a four-year vesting schedule, vesting 25% on 5/18/16 and 1/48th per month thereafter.
- (5) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 6/15/16 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- (6) The reporting person received restricted stock units, 1/16th of which vests on 6/15/16, and an additional 1/16th of which vests each quarter thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- (7) The reporting person received restricted stock units, 1/16th of which vests on 6/15/17, and an additional 1/16th of which vests each quarter thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

- (8) The reporting person received restricted stock units, 1/16th of which vests on 12/15/17, and an additional 1/16th of which vests each quarter thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

**Remarks:**

In addition to the equity grant described above, the compensation committee granted performance-based restricted stock units to the reporting person, the achievement of which is based on certain performance criteria over a two-year period (2018-2019).

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cutler Scott C/O EBAY INC. 2025 HAMILTON AVE. SAN JOSE, CA 95125			SVP, NA	

**Signatures**

Scott Cutler

4/3/2018

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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